

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<hr style="border: 0.5px solid black;"/> In re: STRUDEL HOLDINGS LLC and AVR AH LLC, Debtors.¹ <hr style="border: 0.5px solid black;"/>	§ § § § § § § § §	Chapter 11 Case No. 23-90757 (CML) (Jointly Administered)
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**STIPULATION AND AGREED ORDER REGARDING MOTION SEEKING ENTRY OF
AN ORDER PRECLUDING CERTAIN ALLEGED SECURED PARTIES FROM
SUBMITTING CREDIT BIDS PURSUANT TO SECTIONS 105(a) AND 363(k) OF THE
BANKRUPTCY CODE
(Relates to Doc. No. 6)**

This Stipulation and Agreed Order (the “Stipulation”) is entered into by and between Strudel Holdings LLC and AVR AH LLC (collectively, the “Debtors”) and Nineteen77 Capital Solutions A LP and Bermudez Mutuari, Ltd. (together, the “Lenders”), and Wilmington Trust National Association, in its capacity as Administrative Agent (the “Administrative Agent” and together with the Lenders, the “Lender Parties” and together with the Debtors, the “Parties”).

The Parties hereby stipulate and agree as follows:

WHEREAS, on July 27, 2023, the Debtors filed their Motion Seeking Entry of an Order Precluding Certain Alleged Secured Parties from Submitting Credit Bids Pursuant to Sections 105(a) and 363(k) of the Bankruptcy Code (Doc. No. 6) (the “Credit Bid Motion”);

WHEREAS, on August 10, 2023, the Court entered the Order (I) Approving the Bidding Procedures, (II) Scheduling Certain Dates with Respect Thereto, (III) Approving the Form and

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: AVR AH LLC (0148) and Strudel Holdings LLC (5426). The Debtors’ service address is: PO Box 4068, Aspen, CO 81612.

Manner of Notice Thereof, (IV) Approving Contract Assumption and Assignment Procedures, and (V) Granting Related Relief (Doc. No. 53) (the “Bid Procedures Order”);

WHEREAS, the Bid Procedures Order scheduled the General Bid Deadline on September 19, 2023, an auction on September 27, 2023, a sale objection deadline of October 2, 2023, and a sale hearing on October 5, 2023 at 2:00 p.m.;

WHEREAS, on September 7, 2023, the Lender Parties responded to the Credit Bid Motion (Doc. No. 108);

WHEREAS, on September 8, 2023, the Debtors filed a Notice of Amended Bid Deadlines (Doc. No. 107), which extended the General Bid Deadline to September 25, 2023 (the “Amended Bid Deadlines”);

WHEREAS, on September 10, 2023, the Debtors filed the Emergency Motion to Terminate Consultation Rights and Immediately Disqualify Credit Bid (Doc. No. 114) (the “Motion to Terminate”);

WHEREAS, on September 11, the Lender Parties responded to the Motion to Terminate and the Amended Bid Deadlines (Doc. No. 117);

WHEREAS, the Parties have agreed on a compromise regarding the Credit Bid Motion, the Amended Bid Deadlines, and the Motion to Terminate as set forth herein.

Accordingly, it is hereby **ORDERED** that:

1. The Lender Parties shall not exercise any right to credit bid at the Auction provided that the Debtors receive a bona fide third-party bid (that otherwise meets the Qualified Bidder requirements set forth in the Bid Procedures Order) from an entity that is not an insider or affiliate of the Debtors that would result in net cash sales proceeds of not less than \$40 million.

2. The net sales proceeds shall be held in trust in a segregated bank account subject to the Lender Parties’ liens, with all of the Debtors’ rights and arguments disputing the validity and

enforceability of the Lender Parties' claims and liens expressly reserved. The net sales proceeds shall remain in trust and the Debtors shall have no right to use any such proceeds for any purpose pending: (i) an agreement of the Parties approved by Court order, (ii) a final judgment by the Court in Adversary Proceeding No. 23-9003, or (iii) in the event that these Chapter 11 Cases are dismissed, a final judgment in a New York state or federal court of competent jurisdiction.

3. As a condition to the effectiveness of this Stipulation, the Debtors shall file a Second Notice of Amended Bid Deadlines notifying parties of the following amended dates under the Bid Procedures Order:

General Bid Deadline	September 29, 2023, at 5:00 p.m. Central Time
Auction (If Required)	October 3, 2023, at 9:00 a.m. Mountain Time, which such auction to take place in person at the AVR property in Aspen, Colorado; provided that any Qualified Bidder may alternatively participate in the auction remotely via videoconference
Deadline for Objections to Approval of any Winning Bid (including Back-Up Bids), including objections based on the manner in which the Auction was conducted and the identity of the Winning Bidder, whether submitted prior to, on, or after the Bid Deadline (the "Sale Objection Deadline")	October 4, 2023, at 5:00 p.m. Central Time
Sale Hearing	October 5, 2023, at 2:00 p.m. Central Time
Closing Date Deadline	The date that is 15 days after entry of an order approving any Sale

4. In the event that the Debtors do not receive a bid at the Auction that satisfies the requirement of paragraph 1, the Debtors may request a hearing on the Credit Bid Motion on at least 7 days' notice.

5. All pending depositions and discovery related to the Credit Bid Motion shall be held in abeyance without prejudice to the Parties ability to continue them in the event that the Credit Bid Motion is calendared for a hearing in accordance with the terms hereof.

6. The Debtors shall file a notice of withdrawal of the Motion to Terminate without prejudice.

7. This Stipulation and Agreed Order shall be binding upon the Parties' successors, agents, assigns, including bankruptcy trustees and estate representatives, and any parent, subsidiary, or affiliated entity of the Parties.

8. The Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation and Agreed Order, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation and Agreed Order.

Dated: September 21, 2023
Houston, Texas

HONORABLE CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED TO BY:

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